

RECORDATION NO. 25723-A FILED

DEC 19 '05 3-14 PM

SURFACE TRANSPORTATION BOARD

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December 16, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of December 15, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25723.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

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A description of the railroad equipment covered by the enclosed document is:

25 open top hopper cars: CYXX 592085, 592088, 592094, 592097, 592121, 592123, 592125, 592153, 592158, 592203, 592240, 592253, 592323, 592352, 592469, 592540, 592638, 592664, 592818, 592838, 592888, 592898, 592934, 592942 and 592948.

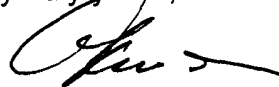
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Security Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("IR"), has granted to The CIT Group/Equipment Financing, Inc. ("CIT"), as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the railroad equipment identified on the schedule attached hereto. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT, as amended to date.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Debtor / Assignor)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

The CIT Group/Equipment Financing, Inc. (Secured Party / Assignee)
1211 Avenue of the Americas
New York, New York 10036
Attention: Rail Resources, Vice President - Credit

3. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
December 15, 2005

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By:

Jeffrey E. Edelman
Jeffrey E. Edelman, Vice President

State of Georgia)
) ss:
County of ~~Fulton~~)
 DeKalb

On December 15, 2005, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Stephanie Cassanova
Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: William J. Hunter
Title: Vice President - Structured Finance

State of New York)
) ss:
County of New York)

On Dec 15, 2005, personally appeared before me William J. Hunter, to me personally known, who being by me duly sworn, said that he is a Vice President - Structured Finance of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Signature]
Notary Public
My commission expires:

[NOTARIAL SEAL]

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County
Commission Expires March 30, 20 07

SCHEDULE

Items relating to 25 woodchip hoppers leased to Conrad Yelvington Distributors, Inc.:

Acquisition Agreement:

Railcar Purchase and Sale Agreement dated June 29, 2005, between Progress Rail Services Corporation as seller and Infinity Rail, LLC as buyer

Lease Agreement:

Schedule No. 25 dated June 16, 2005 between Infinity Rail, LLC, as lessor, and Conrad Yelvington Distributors, Inc., as lessee, which incorporates the provisions of the Master Lease Agreement dated April 1, 1999 between Railcar, Ltd., as lessor, and Conrad Yelvington Distributors, Inc., as lessee (construed by treating Infinity Rail, LLC as the lessor party) (together with any and all riders, exhibits, schedules, amendments, addenda, supplements, instruments, guarantees, and other agreements related thereto)

The Acquisition Agreement and the Lease Agreement relate to the following Railcars:

Description of Cars: used 100-ton, 7000 cubic foot, open top hoppers

Quantity: twenty five (25)

Reporting marks and identifying numbers:

1	CYXX	592085	14	CYXX	592352
2	CYXX	592088	15	CYXX	592469
3	CYXX	592094	16	CYXX	592540
4	CYXX	592097	17	CYXX	592638
5	CYXX	592121	18	CYXX	592664
6	CYXX	592123	19	CYXX	592818
7	CYXX	592125	20	CYXX	592838
8	CYXX	592153	21	CYXX	592888
9	CYXX	592158	22	CYXX	592898
10	CYXX	592203	23	CYXX	592934
11	CYXX	592240	24	CYXX	592942
12	CYXX	592253	25	CYXX	592948
13	CYXX	592323			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/19/05



Robert W. Alvord